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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**PROPOSED AGENDA FOR MATTERS SCHEDULED
TO BE HEARD ON APRIL 30, 2013 AT 2:00 P.M. (EST)**

Location of Hearing: United States Bankruptcy Court for the Southern District of New York,
Alexander Hamilton U.S. Custom House, Courtroom 501, One Bowling Green, New York, NY
10004-1408

I. CONTESTED MATTER:

1. Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]

Related Documents:

- a. First Amended and Restated Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal

Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Amounts Related Thereto [Docket No. 1484]

- b.** Order Under 11 U.S.C. §§ 105, 363 and 365 and Fed. Bankr. P. 2002, 6004, 6006 and 9014 (I) Approving (A) Sale of Debtors' Assets Pursuant to Asset Purchase Agreement with Ocwen Loan Servicing, LLC; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (C) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Thereto; (D) Related Agreements; and (II) Granting Related Relief [Docket No. 2246]
- c.** Stipulation and Order signed on 2/21/2013 Regarding the Sale Objection of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation [Docket No. 2993]
- d.** Joint Stipulation of Facts Regarding the Sale Objection of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation [Docket No. 3094]
- e.** Notice of Filing Revised Exhibits to Joint Stipulation of Facts Regarding the Sale Objection of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation [Docket No. 3286]
- f.** Declaration of Iain H. Bruce [Docket No. 3137]
- g.** Joint Status Report Regarding Evidentiary Hearing on Objection and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. 3191]
- h.** Notice of Adjournment of Hearing on Objection and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to Proposed Assumption and Assignment of Executory Contracts to April 17, 2013 at 3:00 p.m. [Docket No. 3316]
- i.** Notice of Adjournment of Hearing on Objection and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to Proposed Assumption and Assignment of Executory Contracts to April 30, 2013 at 2:00 p.m. [Docket No. 3448]

Responses:

- a.** Objection and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. 1810]

- b.** Statement and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation with Respect to the Pre-Auction Objections of the RMBS Trustees to the Debtors' Sale Motion [Docket No. 1812]
- c.** Statement and Reservation of Rights of Ambac Assurance Corporation and The Segregated Account of Ambac Assurance Corporation with Respect to Debtors' Motion for Order (I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 2015]

Replies:

- a.** Debtors' Omnibus Reply to Objections to Debtors' Sale Motion [Docket No. 2135]
- b.** Declaration of Marc D. Puntus in Support of Debtors' Sale Motion [Docket No. 2137]
- c.** Declaration of Denmar Dixon of Walter Investment Management Corp. in Support of Debtors' Sale Motion [Docket No. 2138]
- d.** Declaration of John Ruckdaschel in Support of Debtors' Sale Motion [Docket No. 2139]
- e.** Anti-Collusion Declaration of R. Ted Weschler in Accordance with Sale Procedures Order Dated June 28, 2012 [Docket No. 538] [Docket No. 2140]
- f.** Declaration of Ronald M. Faris of Ocwen Loan Servicing, LLC in Support of Debtors' Sale Motion [Docket No. 2141]
- g.** Debtors' Reply to Objection and Reservation of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to the Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. 3098]
- h.** Joinder of the Official Committee of Unsecured Creditors to the Debtors' Reply to Objection and Reservations of Rights of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation to the Proposed Assumption and Assignment of Certain Executory Contracts [Docket No. 3099]
- i.** Sur-Reply of Ambac Assurance Corporation and the Segregated Account of Ambac Assurance Corporation in Further Support of its Objection to

Proposed Assumption and Assignment of Executory Contracts [Docket No.
3136]

Dated: April 26, 2013
New York, New York

/s/ Norman S. Rosenbaum
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